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Wells Fargo Equipment Finance, Inc. 733 Marquette Avenue, Suite 700 Minneapolis, MN 55402

SURFACE TRANSPORTATION BOARD

Thursday, May 04, 2006

Secretary Surface Transportation Board 1925 K Street NW Washington, DC 20423

To Whom It May Concern:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Schedule #2 to Full Service Master Lease Agreement dated August 4, 2005 including the following parties and railroad equipment:

Lessor:

Midwest Railcar Corporation 4949 Autumn Oaks Drive

Maryville, IL 62062

Lessee:

Synsil Products, Inc. 35 Highland Avenue Bethlehem, PA 18017

Equipment:

Twenty-two (22) Covered Hopper railcars bearing reporting marks

MWCX 460203-460224, Inclusive

Please record this Memorandum of Schedule #2 to Full Serivce Master Lease Agreement as a secondary document to STB Recordation #

The filing fee of \$34.00 is being sent overnight via UPS to the Surface Transportation Board.

Summary: Memorandum of Schedule #2 to Full Service Master Lease Agreement dated 8/4/2005 between Midwest Railcar Corporation as Lessor and Synsil Products, Inc.as Lessee, for 22 Covered Hopper railcars, MWCX 460203-460224, Inclusive.

Regards,

Patti H. DeYoung

Senior Contract Admininstrator

Wells Fargo Equipment Finance, Inc.

(612) 667-3695

FORMATION NO. 24420- CKK

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

between

MIDWEST RAIL CAR CORPORATION,

as Lessor

and

SYNSIL PRODUCTS, INC.

as Lessee

MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT IS effective as of August 4, 2005, by and between MIDWEST RAILCAR CORPORATION an Illinois Corporation ("Lessor"), and SYNSIL PRODUCTS, INC., a Delaware Corporation ("Lessee"), with reference to the following:

- Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated August 4, 2005 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of August 4, 2005 between Lessor and Lessoc (the "Lease").
- The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAIL CAR CORPORATION

Richard M. Murphy President & CEO

SYNSIL PRODUCTS. INC.

Name:

Title:

VP & Nowlaggly Director

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